#6 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

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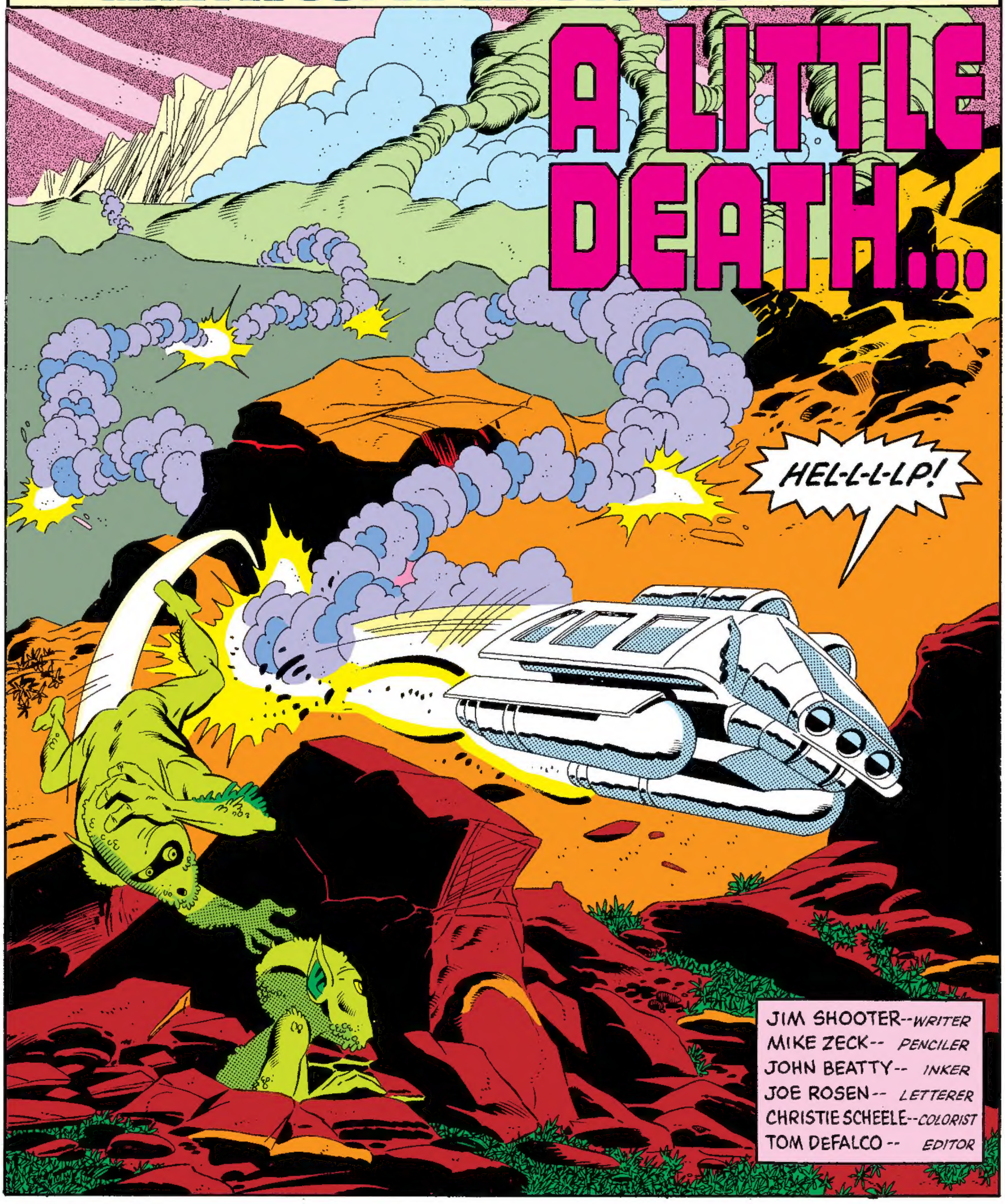
Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! Factions have formed. On one side stand the forces of *Doctor Doom*. Against them stand the Super Heroes commanded by *Captain America*. The *X-Men* and *Magneto* form a third force — allied with the other Super Heroes yet separated from them by mutual suspicion and mistrust. Meawhile, the mighty *Galactus* seemingly threatens to destroy them all! Now, while each side plans its strategies and maneuvers to gain the advantage, two "soldiers" missing in action from previous battles, are destined to play pivotal roles!

Stan Lee PRESENTS: MARVEL SUPER HEROES SECRET WARS™



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AFTER ESCAPING FROM THE LAIR OF **MAGNETO** IN A STOLEN LANDSKIMMER, JANET VAN DYNE, A.K.A. THE **WASP** STRIVES TO REJOIN CAPTAIN AMERICA'S COMMAND-- IN THE WORST WAY...

THIS IS IMPOSSIBLE!

YOU'D NEED FIVE TENTACLES TO DRIVE THIS THING! OR TWO AND A HALF CHAUFFEURS!

OH!

KRUNK!

THISISMAGNETO'SFAULT! ANDTHEX-MEN'S!

HOWCOULDTHEY LETMEESCAPE?WHY DIDN'TTHEYSTOPME?

WHYDIDN'TTHEYCOME AFTERME?IKNOW THEIRPLANS!

THEY KNEW THIS WOULD HAP--

KRAKACHONG!

OH, NO! I BROKE A NAIL!

I DON'T EVEN HAVE AN EMERY BOARD AND I'M THIRTY-SEVEN TRILLION MILES FROM MY MANICURIST AND IT'S HER DAY OFF ANYWAY!

CLICK!

HEY! A LITTLE HOLOGRAPHIC *MAP!* I GUESS I BUMPED A SWITCH...

THAT DOT MUST BE WHERE I AM NOW... AND THERE'S A LITTLE *GLOW* BESIDE THAT THINGY THAT LOOKS LIKE A DOME!

MAYBE THIS CRAZY CAR IS TRYING TO MAKE UP WITH ME BY GIVING ME DIRECTIONS--

--OR *MAYBE* IT'S JUST TELLING ME WHERE TO GO!

SHRINKING TO INSECT SIZE, THE WASP'S WINGS SPROUT, AND...

OH, WELL! I DON'T KNOW WHAT *ELSE* TO DO, SO I SUPPOSE I'LL FOLLOW THE CAR'S ADVICE!

BEFORE I ABANDON MY TRUSTY STEED, THOUGH--

--I THINK I'LL PUT IT OUT OF ITS MISERY!

BLAAM!

THERE! PHOOEY ON YOU, CRAZY CAR!

IT'S INCREDIBLE HOW THE TERRAIN CHANGES SO ABRUPTLY! I *WATCHED* THE BEYONDER PUT THIS PATCHWORK PLANET TOGETHER OUT OF CHUNKS OF HUNDREDS OF OTHER WORLDS AND I STILL DON'T BELIEVE IT!

HOURS LATER...

I THOUGHT IT WOULD BE *COOLER* ONCE I REACHED THE FOREST, BUT IT'S LIKE A STEAM BATH HERE! IT'S GETTING HARD TO FLY--!

HOW CAN A GIRL FLAP HER WINGS IN SUCH MUGGY-NESS?

OH, *GOODNESS!* I QUIT! I RETIRE! SEND MY LIMO AROUND! I WANT TO FRESHEN UP, I WANT VIDAL TO DO MY HAIR, I WANT LUNCH AT 21, AND THEN I WANT A NAP!

HEY! STAY BACK YOU-- YOU HUNGRY HOPPERS!

KZAK!

BOY, I *AM* TIRED! I COULD JUST BARELY SUMMON ENOUGH BIO-ELECTRIC ENERGY FOR EVEN AN ITTY BITTY WASP'S STING!

HMM! THERE'S THAT THINGY I SAW ON THE MAP! MAYBE I CAN FIND A PLACE TO LAND AND *REST* THERE!

SECONDS LATER...

THERE! AT MY FULL FIVE-FOOT-FOUR THE BUGS CAN ONLY EAT ME A LITTLE AT A TIME...

...UNLESS THERE ARE SOME REALLY *BIG* BUGS LURKING AROUND!

HMM! I WONDER WHAT CAUSED THE *GLOW* IN THIS AREA ON THAT MAP? I WAS HOPING IT WAS A FIRST-CLASS *HOTEL!* I GUESS NOT...

WELL, JAN, IT CERTAINLY IS SPOOKY HERE, ISN'T IT?

WHY, YES, IT CERTAINLY IS, JANET! I BET EVEN THE LIONS AND TIGERS AND BEARS ARE SCARED! OH, MY!

KEEP TALKING, JAN...IT'S ENTIRELY *TOO* QUIET!

ALL RIGHTY! DON'T YOU WISH YOU WERE "EAGLEWOMAN" INSTEAD OF THE WASP? THEN YOU'D BE MORE SUITED TO LONG-DISTANCE MIGRATIONS, AND YOU WOULDN'T HAVE TO REST HERE IN THIS YUCK!

KRIK!

WH-WHAT WAS *THAT?*

WHOOSH!

OH, MY *GOODNESS!*

PLOOSH!

IT'S THE *LIZARD!* OH...MY... LORD!

GRAWWR!

RAKK!

MEANWHILE, SEVERAL MILLION MILES FROM THE SURFACE OF THE PATCHWORK PLANET LOOMS AN IMPOSSIBLY HUGE CONSTRUCT--THE HOMEWORLD OF **GALACTUS!**

DEEP INSIDE, A CLOAKED INTRUDER LABORS AT AN ALIEN CONTROL CONSOLE...

UNCANNY! APPARENTY, ***ANY*** MANIPULATION OF THESE CONTROLS ACTIVATES THIS APPARATUS, WHICH SENSES THE ***INTENT*** OF ITS USER AND ACCOMPLISHES WHAT HE DESIRES!

ALREADY, IT HAS GATHERED UP THE STRANGE ***VIBRATORY ENERGY*** WHICH MY ARMOR'S BUILT-IN SENSORS DETECTED TRAVELLING, AS IF ALIVE, THROUGH THIS VESSEL'S WALLS!*

NOW, IT IS ABOUT TO REVEAL THE TRUE NATURE OF THIS PHENOMENON-- BY ***RECONSTITUTING*** THE ENERGY INTO... SOMETHING...

*AT THE END OF LAST ISSUE!

WHAT? ***KLAW!***

KLAW--THE SELF-STYLED "MASTER OF SOUND"?!

WHAT ARE ***YOU*** DOING HERE IN THE HOME OF GALACTUS?

HOME? HOME, HOME, HOME, HOME...

ANSWER ME, FOOL! SPEAK! SO COMMANDS ***DOCTOR DOOM!***

DOOM? DOOM, DOOM, DOOM, DOOM...

SO...I HAVE MANAGED TO RECREATE A RAVING LUNATIC!

OH? I'M *ALIVE* AGAIN? OH, GOOD! YOU KNOW, I WAS KILLED BY THE *DAZZLER!*

DAZZLER? THE MUTANT WHO ABSORBS SOUND AND TRANSFORMS IT INTO LIGHT?

"I DIDN'T *KNOW* THAT WHEN I ATTACKED HER! POOR ME! MY WHOLE BODY IS MADE OF SOLIDIFIED SOUND, YOU SEE! SHE STARTED SOAKING UP THE SONIC POWER I WAS THROWING AT HER--

"--AND, WELL, I GUESS SHE GOT CARRIED AWAY! SHE ABSORBED *ALL* MY SOUND-SUBSTANCE-- JUST ATE ME ALL UP!

"I WAS *INSIDE* HER, FLOWING THROUGH HER NERVES, CRACKLING IN HER CELLS!

"FOR SOME CRAZY REASON GALACTUS CAME TO EARTH AND SEIZED HER--TOOK HER ABOARD HIS SHIP! HE NEEDED A FLUNKY LIKE HER FOR A LITTLE MISSION--FINDING HIS LOST HERALD, YES! SHE TRIED TO *FIGHT* HIM--

"--AND THAT'S WHEN SHE LET ME *OUT*, AS A BIG ENERGY BURST!"

ALL THAT WAS LEFT OF ME WAS A TINY VIBRATION WHICH WAS ABSORBED INTO THE SHIP'S WALLS. WHEN GALACTUS'S SHIP DOCKED HERE A WHILE AGO, I OOZED INTO *THIS* THING'S WALLS! SINCE THEN, I'VE--

ENOUGH, KLAW! BEGONE! YOU ARE OF NO USE TO ME!

WHAT ARE YOU LOOKING FOR?

KNOWLEDGE...POWER...OPPORTUNITY! A WAY TO CONQUER GALACTUS...AND, PERHAPS THE BEYONDER AS WELL!

BUT GALACTUS WILL SOON KNOW YOU'RE HERE! IF YOU STAY HERE FOR LONG, HE'LL NOTICE--! AND *THEN*--

I AM AWARE OF MY DANGER!

AH! BEHOLD THE MONITOR! GALACTUS IS STILL PREOCCUPIED MAKING PREPARATIONS TO DEVOUR THE PLANET BELOW!

HE'LL SOON FINISH CONSTRUCTING HIS WORLD-DRAINING DEVICE, THOUGH! AS SOON AS HE'S DONE, HE'LL NOTICE YOU BEING IN HIS HOME! HE WILL, HE WILL!

PERHAPS I CAN ARRANGE FOR HIS WORK TO BE *DELAYED!*

CAPTAIN AMERICA'S WRETCHED GROUP COULD EASILY BE MANIPULATED INTO ATTACKING GALACTUS! BUT THEY ARE BATTERED, BATTLEWEARY! IN THEIR CURRENT CONDITION, GALACTUS WOULD CRUSH THEM IN MERE SECONDS!

CRUSH, RUSH, RUSH, RUSH...

THE X-MEN AND MAGNETO? NO...THEY HAVE NOT THE RAW *POWER* NECESSARY...

POWER, OW-ER, OW-ER, OW-ER...

MY OWN VILLAINOUS PAWNS POSSESS THE NECESSARY MIGHT, YET, WITHOUT MY LEADERSHIP...BAH! LOOK AT THEM, LIMPING BACK TO MY FORTRESS LIKE WHIPPED CURS AFTER BEING THRASHED BY THE X-MEN!

THRASH, SMASH, TRASH, CRASH...

CLEARLY, I MUST EMPLOY INDIRECT MEANS!

HE PLANS TO FEED UPON THE PLANET'S ENERGY, DOES HE? WELL, PERHAPS I CAN SPOIL HIS LUNCH!

A FLY IN HIS SOUP?

THERE IS *PRECISELY* WHAT I NEED!

FLY IN HIS SOUP! SOUP! OOP, OOP, OOP...

I MUST SEND INSTRUCTIONS TO MY LACKEYS! YOU SHALL BE MY MESSENGER, FOOL! LISTEN CAREFULLY...

MOMENTS LATER...

IT'S A RISK, YOU KNOW, BEAMING ME DOWN TO THE PLANET! HE MAY NOTICE!

REMEMBER WHAT I HAVE TOLD YOU, KLAW!

SERVE ME WELL, AND I SHALL REWARD YOU BEYOND YOUR WILDEST DREAMS... FAIL ME, AND I SHALL *DESTROY* YOU!

OH, PSHAW! I *AM* MY WILDEST DREAM! I'M MADE OF ENERGY, AND YOU CAN'T CREATE OR DESTROY ENERGY! EINSTEIN SAID SO!

BUT I WANT TO PUT A FLY IN GALACTUS'S SOUP! SOUP! OOP, OOP, OOP...

AND, A SPLIT SECOND LATER...

HOLEE--!

WHO-- WHAT'S THAT?

SOUP! OOP, OOP, OOP..! I BRING WORD FROM DOOM! ORDERS FOR YOU!

BUT FIRST, THE MAGIC WORDS--ARE YOU LISTENING, ROBOT? *UKASE DOOM REX!*

NOW, THE ORDERS ARE...

SAVE IT, PAL! I'M NOT TAKING ORDERS FROM A RAVING IDIOT JUST BECAUSE YOU CLAIM DOOM SENT YOU! IN FACT, I'M GOING TO RIP YOU IN HALF--ON GENERAL PRINCIPLE!

NO!

I AM *ULTRON!* I ENFORCE DOOM'S WILL! THIS ONE HAS UTTERED DOOM'S CODE WORDS! THE ORDERS ARE GENUINE! THEY WILL BE OBEYED!

I *KNOW* WHO YOU ARE ALREADY, BOLT-BRAIN, AND I DON'T CARE WHAT YOU--

TITANIA, DON'T! HE ALREADY KILLED *KANG**--REMEMBER? LET'S JUST DO AS HE SAYS!

START *TALKING,* KLAW!

*ISSUE #4!

MEANWHILE, UPON HIS MOUNTAINTOP, THE MIGHTY GALACTUS PAUSES IN HIS LABORS! FOR A MOMENT HE STANDS STILL, LIKE A MAN LISTENING FOR A TINY GNAT WHICH MAY OR MAY NOT BE WITH HIM IN A DARKENED ROOM!

THEN, HE TURNS AND CASTS HIS GAZE UPON HIS HOME ...AND FOR LONG MOMENTS, HE STARES...

JUST THEN, MANY HUNDREDS OF MILES AWAY...

THAT WAS CLOSE! HE *COULD* HAVE HIT ME, BUT HE DIDN'T-- WHICH MEANS HE'S PROBABLY JUST POSTURING!

COME HERE! COME *OVER* HERE!

I WON'T HURT YOU! COME ON!

HE'S AS SCARED OF ME AS I AM OF HIM! IMAGINE!

SSS-SWAMP ISS MINE!

RIGHT! *YOUR* SWAMP! I WAS JUST PASSING BY ON MY WAY TO THE *PLAZA* SO I THOUGHT I'D STOP IN! *CHARMING* MUCK! *TRES CHIC!*

OH, DEAR! YOU'RE *HURT!*

THAT ARM--! IT'S ALL BLOODY AND *BADLY* BRUISED! IT DOESN'T LOOK BROKEN THOUGH! HOLD STILL AND LET ME SEE!

HMM...

OWWRR! *RAWWR!*

OH, *HUSH!* I JUST WANT TO SEE HOW BAD IT IS!

IT LOOKS PAINFUL, BUT NOT *TOO* SERIOUS! IT HAPPENED IN THE VERY FIRST BATTLE, I BET*!

* ISSUE #2!

YOU POOR THING! YOU DON'T EVEN UNDERSTAND WHAT'S GOING ON HERE! ALL YOU WANT IS A LITTLE SWAMP TO CALL YOUR OWN, SOME HOPPER-BUGS TO EAT, AND PEACE, RIGHT?

COME ON! LET'S FIND SOME SOLID GROUND AND I'LL CLEAN YOUR WOUNDS!

AND, AT MAGNETO'S FORTRESS...

WHAT A *MESS!* TO THINK GALACTUS DID ALL THIS DAMAGE WITH WHAT AMOUNTS TO A LITTLE OL' MENTAL *SHRUG*--!

IF I HAD NOT SHIELDED EVERYONE INSIDE BUBBLES OF MAGNETIC FORCE AT THAT MOMENT YOU WOULD NOT BE ALIVE TO VIEW THIS "MESS," ROGUE! COUNT YOURSELF LUCKY!

YOU AREN'T GOING TO LET US FORGET THAT YOU SAVED OUR LIVES, ARE YOU, MAGNETO? BUT IT WAS YOUR RASH BEHAVIOR THAT BROUGHT GALACTUS'S WRATH DOWN ON US IN THE FIRST PLACE*!

* LAST ISSUE!

THERE IS NO NEED FOR BICKERING, CYCLOPS! THE INCIDENT IS OVER! WE MUST PUT IT, AND OUR PAST DIFFERENCES WITH MAGNETO ASIDE! FOR THE PRESENT, AT LEAST, WE ARE *ALLIES!*

A LACK OF TRUST IN BATTLE CAN EASILY BRING DISASTER! REMEMBER *THAT!*

NOW, IF YOU WILL EXCUSE ME, I MUST ATTEND TO OTHER MATTERS!

SOON, ALONE IN HIS CHAMBER, PROFESSOR CHARLES XAVIER RESTS...

I WISH I'D BROUGHT MY WHEELCHAIR ALONG WHEN WE LEFT THE OTHER FORTRESS. MY LEGS ARE NOT YET QUITE STRONG ENOUGH...

BUT, NO! USING IT, EVEN A LITTLE, WOULD GIVE MY X-MEN DOUBTS ABOUT MY ABILITY TO LEAD THEM INTO *BATTLE*-- A NEW ROLE FOR ME, BUT ESSENTIAL I BELIEVE, UNDER THE CIRCUMSTANCES!

WHILE I'M RESTING, I MIGHT AS WELL RECONNOITER TELEPATHICALLY...

STRAINING THE AWESOME POWER OF HIS MUTANT MIND, THE FOUNDER OF THE X-MEN PROBES THE DISTANT FORTRESS CALLED **DOOMBASE**, STRONGHOLD OF THE OPPOSITION...

FROM GLIMPSES SEEN THROUGH OTHERS' EYES, FROM SNATCHES OF SOUND HEARD THROUGH OTHERS' EARS, FROM IMAGES FLICKERING ACROSS THE GRAY-WHITE, LABYRINTHINE WALLS OF OTHERS' MINDS, HE GLEANS INFORMATION...

...NOW, SCOUT! BRING WORD FROM DOOM! ORDERS FOR YOU!

BUT... BY FAFNIR'S TEETH--! WHO *DARES* TO PRY INTO MY THOUGHTS?!

SOME... MORTAL FOOL!

DOLT! HEAR THOU *THIS*-- THE MIND OF A GODDESS IS TOO SUBTLE FOR YOUR CLUMSY PROBING! AND TO THE MIGHTIEST SORCERESS OF ALL--

--YOUR POWER IS A JOKE!

SHE'S MYSTICALLY SEALED THEIR MINDS AGAINST ME--BUT I MAY HAVE ALREADY LEARNED ENOUGH!

AND... ATTENTION! I HAVE LEARNED THAT DOOM IS DISPATCHING A TASK FORCE TO A VOLCANIC PLAIN ON THE OTHER SIDE OF THE PLANET!

CYCLOPS! YOU WILL LEAD ROGUE AND WOLVERINE TO OBSERVE THEM--ASCERTAIN THEIR PURPOSE--AND *STOP* THEM IF YOU DEEM IT NECESSARY!

YES, SIR!

WHAT?!

I'VE HAD *ENOUGH* OF THIS!

YOU HEARD THE MAN, ROGUE... WOLVERINE!

AH'LL SAY! HE *THINKS* LOUDER THAN AH CAN SHOUT!

LET'S GO! I'M READY TO RIP SOMEBODY!

YOU WISH TO SPEAK TO ME, STORM?

NO! I *WILL* SPEAK TO YOU AND YOU WILL LISTEN TO ME!

I AM THE LEADER OF THE X-MEN -- NOT CYCLOPS, AND NOT YOU!

CONTROL YOURSELF! YOUR ANGER IS DISRUPTING WEATHER PATTERNS FOR MILES AROUND -- WHICH MAY MAKE IT DIFFICULT FOR CYCLOPS'S SKY-CRAFT TO TAKE OFF!

LET HIM WAIT! *I* DID NOT ORDER HIM TO TAKE OFF!

SO...YOU ARE THE FIELD GENERAL AND I AM... WHAT? THE AGED TRAINING OFFICER, FIT, PERHAPS, TO HONE YOUR BATTLE SKILLS, BUT NOT TO LEAD! IS THAT WHAT YOU BELIEVE?

YOU ARE AN EXCELLENT *TUTOR!* LEAVE THE WAR TO THE WARRIORS!

NOTWITHSTANDING YOUR DOUBTS, I HAVE MADE THE DECISION WHICH IS MINE TO MAKE -- I WILL GIVE THE ORDERS! UNDERSTOOD?

GIVE YOUR ORDERS THEN, AND SEE WHO FOLLOWS THEM! I WILL GO MY OWN WAY!

NO, YOU WILL NOT! YOU, AND THE REST OF MY X-MEN, WILL *OBEY*--WITHOUT HESITATION!

AS LOATHE AS I AM TO TAMPER WITH OTHERS' MINDS I WILL NOT TOLERATE INSUBORDINATION, MUTINY... OR DESERTION!

I... SEE!

THE STAKES HERE ARE UNIMAGINABLY HIGH... THE ODDS ARE ALREADY HEAVILY AGAINST US--

--AND YET, YOU ARE WILLING TO BEAT YOUR OWN TROOPS INTO SUBMISSION TO ENSURE THAT *YOU* HAVE THE HONOR OF LEADING THEM INTO CATASTROPHE!

MEANWHILE, IN THE TINY ALIEN VILLAGE WHERE THE FORCES UNDER CAPTAIN AMERICA'S COMMAND HAVE TAKEN REFUGE--

*--THE X-MAN CALLED **COLOSSUS** LIES IN A TEMPORARY SHELTER, RECOVERING FROM THE NEAR-FATAL WOUNDS HE RECEIVED FIGHTING THE SOLDIERS OF DOOM A DAY AGO...*

LOOK AT THEM--! DESPITE THEIR OWN PERIL, THE FIRST CONCERN OF CAPTAIN AMERICA AND HIS GROUP IS FOR THE INNOCENTS AFFECTED BY THIS WAR!

WHY MUST THERE BE SUSPICION AND MISTRUST BETWEEN THESE NOBLE MEN AND US *MUTANTS*? I DO NOT UNDERSTAND WHY THERE MUST BE SEPARATE CAMPS, TWO DIFFERENT ARMIES FIGHTING FOR THE SAME JUST CAUSE!

I MISS MY FELLOW X-MEN! IF THEY CANNOT BE HERE, THEN I WISH I WERE WELL ENOUGH TO RETURN TO THEM!

AND KITTY... MY LOVE, SO FAR AWAY BACK ON EARTH... I MISS YOU TOO, SO VERY MUCH!

BUT... WHAT IS *WRONG* WITH ME? WHY, WHEN I TRY TO PICTURE KITTY, CAN I ONLY THINK OF *ZSAJI*, THE HEALER? DO I FORGET MY OWN BELOVED'S FACE?

NO! I WILL REMEMBER--! I WILL THINK ONLY ABOUT *KITTY!*

I *WILL* BE TRUE TO KITTY...
I *WILL* BE TRUE TO KITTY...
I WILL BE--

HUH? ZSAJI!

HELLO...I WAS JUST...I--I MUST TELL YOU THAT I... THINK...YOU...ARE...

I MEAN, WHAT YOU DO, WHATEVER IT IS, IT EASES THE PAIN GREATLY!

NO! I--I CANNOT DENY MY FEELINGS! ZSAJI, I THINK YOU ARE THE MOST BEAUTIFUL, MOST WONDERFUL WOMAN I HAVE EVER MET!

OH...OF COURSE...YOU SPEAK NO ENGLISH--AND PROBABLY NO RUSSIAN EITHER! WHAT IS THE MATTER WITH ME? I--I AM SORRY!

IT IS BETTER THAT YOU CANNOT UNDERSTAND ME, PERHAPS! ALREADY, I MUST SEEM A FOOL IN YOUR EYES...

HIYA, ZSAJI!

WHAM!

THE *HUMAN TORCH* WHAT IS HE *DOING*?!

IT'S A THRILLER! THRIL-LER NIGHT--!

YOU REALLY HAVE CONFIDENCE IN ME, DON'T YOU, DOLL? YOU'RE NOT AFRAID AT ALL!

WELL, YOU'RE RIGHT, BABE! I'M NOT GONNA LET YOU DOWN--!

EXCEPT LIKE *THIS*, OF COURSE--VERY GENTLY!

eeee

NEARBY...

WE'LL HIT HIM AS HARD AS POSSIBLE FROM AS MANY ANGLES AS WE CAN! HIS MACHINE IS THE PRIMARY TARGET!

FROM THIS MOMENT ON, EVERY ONE OF US MUST REMAIN ON CONSTANT ALERT--WE MAY HAVE ONLY SECONDS TO REACT WHEN GALACTUS BEGINS TO DEVOUR THIS PLANET!

IF HE DOES! IT SEEMS CERTAIN, AND YET...

WHAT ABOUT THE ***WASP***, CAP?

WELL, SHE-HULK, COLOSSUS TOLD US SHE LEFT MAGNETO'S LAIR! I PRESUME SHE'S OKAY, AND IS SEARCHING FOR US RIGHT NOW!

CAPTAIN MARVEL HAS DONE ***SOME*** FASTER-THAN-LIGHT SEARCHING FOR HER...

FINE! MEANWHILE LET'S GO BREAK MAGNETO'S HEAD FOR KIDNAPPING HER IN THE ***FIRST*** PLACE!

WE DON'T HAVE TIME FOR VENDETTAS! BESIDES, MAGNETO SEEMS TO BE WORKING WITH THE X-MEN NOW, MORE OR LESS ON OUR SIDE!

HE'S STILL A CRIMINAL... A ***MURDERER***--! AND A CREEP!

PICKY, PICKY, PICKY--HE'S PROB'LY A LOT OF FUN AT PARTIES!

LET'S ***SMASH*** HIM! OR LET'S SMASH ***DOOM***! OR EVEN ***GALACTUS***!

I'M ***TIRED*** OF SITTING AND WAITING! LET'S TAKE THE ***OFFENSIVE***!

I'D LOVE TO, HULK! BELIEVE ME! BUT IF WE WASTE OUR STRENGTH RASHLY--

--WE MAY NOT HAVE ENOUGH LEFT WHEN IT REALLY COUNTS!

NOT FAR AWAY...

HI YA, HAWKEYE! WHATCHA DOING? MAKING NEW ARROWS?

YEP! MISTER FANTASTIC USED UP THE LAST OF MY HI-TECH SPECIALS JAZZING UP IRON MAN'S ARMOR*!

HE CANNI-BALIZED MY WEB-SHOOTERS, TOO! I KNOW HOW YOU FEEL!

NO, YOU DON'T! YOU'RE *STILL* SPIDER-MAN, EVEN WITHOUT WEBS! BUT WITHOUT ARROWS, MAN... I'M JUST A GUY IN A FUNNY SUIT!

*ISSUE #4!

WHAT'S HAPPENIN', BABE?

I'LL MAKE YOU A DEAL! YOU CALL ME "CAPTAIN MARVEL" INSTEAD OF "BABE," AND I'LL CALL YOU "IRON MAN" INSTEAD OF "BOZO"!

HUH?

HEY, LOOK, I DIDN'T MEAN TO...

I KNOW, I KNOW! BUT I'M NOT IN THE MOOD FOR SINGLES-BAR CHIT-CHAT!

STRANGE... I'D ALWAYS THOUGHT IRON MAN WAS SO... SOPHISTICATED-- WORLDLY! IT'S AS THOUGH A DIFFERENT MAN WERE INSIDE THAT ARMOR LATELY!

AND HE CERTAINLY ISN'T MY TYPE!

WHAT'S *WRONG* WITH THAT WOMAN?

AND WHAT'S WRONG WITH *ME*? MY *HEAD* HURTS! THAT'S BEEN HAPPENING A LOT LATELY!

SHEE-OOT! I'VE GOT MY WORK TO DO! I BETTER JUST FORGET ABOUT MY HEAD... *AND* THAT SQUEEZE!

AT THAT MOMENT, HALF A WORLD AWAY...

THIS IS THE PLACE DOOM SAID! WE'LL SET DOWN NEAR THAT BIG CRATER!

AND...

ABSORBING MAN--! GUARD OUR RIGHT FLANK! TITANIA--! TO THE LEFT! AND YOU, MOLECULE MAN...

I KNOW WHAT TO DO, OCTOPUS! IT'LL BE EASY AS LONG AS I'M NOT INTERFERED WITH!

BUT...

HEADS UP! WE'VE GOT COMPANY!

OH, DARN!

IT'S THREE OF THE *X-MEN!*

IZZAT ALL?

THEY MUST NOT STOP US!

THEY WON'T!

DOCTOR OCTOPUS...THE MOLECULE MAN...THE ABSORBING MAN,...AND THAT LADY POWERHOUSE--! I THINK THEY'VE GOT US OUTGUNNED, CYCLOPS!

IT LOOKS THAT WAY!

WELL, WHY TAKE THEM *ON*, THEN? I THOUGHT WE WERE SUPPOSED TO "OBSERVE"...

DOOM WOULDN'T COMMIT SO MUCH MUSCLE TO AN OPERATION THAT WASN'T *VITAL!* WHATEVER THEY'RE PLANNING TO DO HERE, WE *MUST* PREVENT THEM FROM DOING IT!

DO OR DIE! MY KIND OF FIGHT! LET'S *GET* 'EM!

HERE THEY COME! OH, I *HATE* FIGHT-ING!

YOU MUSTN'T BE ENDANGERED ANYWAY! STAY BACK! WE'LL DISPOSE OF THESE CRETINS!

THIS LITTLE, HAIRY ONE IS A REAL CASE!

WOLVERINE, *WAIT!* WE CAN'T FIGHT THEM TOE-TO-TOE!

SHUT UP, CYCLOPS!

SPLATTER HIM, LEGS!

I WON'T MISS HIM... AND NEITHER WILL ANYONE ELSE, I BET!

NICE SHOT!

YOU REMIND ME OF A LADY BOUNCER I USED TO KNOW! ORNERY... TOUGH! I BET ME AN' YOU COULD HAVE US SOME FUN, LIKE ME AN' HER USED TO! WHATCHA SAY, BABY-- HOW 'BOUT A DATE?

I THINK YOU *MAY* BE TOUGH ENOUGH FOR A REAL WOMAN! OKAY... BUT *I* CALL THE SHOTS! GOT IT?

WOLVERINE--!

MAH LORD! CYCLOPS, WE GOT TO GET *OUT* OF HERE! WE DON'T STAND A CHANCE!

QUIET! DO AS I SAY!

SHARP PRESSURE TO A MICRO-SWITCH IN THE THUMB OF HIS GLOVE CAUSES CYCLOPS'S RUBY QUARTZ VISOR TO OPEN, AND...

THERE! THAT'LL PUT THEM BACK ON THEIR HEELS FOR A SECOND!

QUICK, ROGUE! SWING AROUND AND HIT THEM FROM BEHIND! PUT MOLECULE MAN OUT OF ACTION FIRST! HE'S THE DEADLIEST!

KWHA-BOOM!

GO! MOVE!

ALL RIGHT! ALL *RIGHT!*

NICE WORK, SHIELDING US, MOLECULE MAN! CYCLOPS'S OPTIC BLASTS ARE DANGEROUS!

PLEASE CALL ME OWEN... OR EVEN MR. REECE!

AH'M NOT AFRAID... NOT OF FIGHTIN', ANYWAY! BUT I DON'T WANT TO *DIE!* AND BEIN' AN X-MAN IS LOOKING MORE AND MORE LIKE SUICIDE!

I BETTER ABSORB THE POWER OF THESE HERE ROCKS! THIS MAY TURN OUT TO BE A *FIGHT!*

YEAH, I WOULDN'T WANT YOU GETTING HURT-- *BEFORE* WE PARTY!

DOOM'S SIDE IS TRYING TO *WIN* THE PRIZE THE BEYONDER OFFERED-- WHICH IS *ANYTHING* THEY WANT-- BY KILLING THEIR ENEMIES! AND WHAT ARE THE X-MEN DOING? BEATS ME! AND WHAT AM *AH* DOING? *FOLLOWING ORDERS--?!*

WHUFF!

WHAM!

SHE MUST HAVE BEEN DAYDREAMING! SHE WALKED RIGHT INTO THAT!

ROGUE! *ROGUE!* PULL YOURSELF TOGETHER AND GET BACK HERE!

FORGET IT, KID! SHE'S--*ARRGH!*

WHY, YOU--!

IT'S ALL OF US AGAINST JUST HIM!

CAREFUL--!

HAW! IF HE BLASTS ME, I'LL JUST ABSORB THE POWER OF HIS BEAMS AN' BECOME A LIVIN' CONCUSSION BLAST! THAT'LL BE A KICK, HAMMERIN' HIM WITH HIS OWN RAYS!

HEY, WIMP!

HUH?

WOLVERINE--! *NO!*

OWW! MY *ARM!*

EEEYAGGHH!

SON OF A--! CYCLOPS, YOU *IDIOT!* WHY'D YOU DEFLECT MY STRIKE?!

FWHAMM!

IS HE *DEAD*? IS HE *DEAD*?!

NO! NOT YET, ANYWAY! BUT HE'S HURT BADLY! VERY BADLY!

THAT DOES IT! LET'S *ACE* THOSE JERKS!

NO! THE MOLECULE MAN IS IMPORTANT TO DOOM! IF HE SHOULD BLEED TO DEATH WHILE WE'RE WASTING PRECIOUS SECONDS KILLING THESE X-MEN, DOOM WILL HAVE US VAPORIZED!

WE MUST GET HIM BACK TO THE HQ AND GET HIS WOUNDS TREATED AT ONCE!

SECONDS LATER...

THEY'RE LEAVING! AH DON'T *HAVE* TO MAKE A CHOICE ...THIS TIME!

SUMMERS, YOU LILY-LIVERED, LAME EXCUSE FOR...

LISTEN CAREFULLY, WOLVERINE--! IF YOU WANT TO BE ON OUR SIDE, YOU DON'T *KILL!* TAKE A LIFE, *ANYONE'S* LIFE, UNDER ANY CIRCUMSTANCES...AND FROM THAT MOMENT ON, *YOU* ARE THE ENEMY! CLEAR?

YEAH...AND WHEN THE TIME COMES...TRY TO MAKE SURE YOU'RE AT A SAFE DISTANCE, JERK... FOR YOUR OWN SAKE!

UH...AH'M OVER HERE, SCOTT, AN AH'M OKAY! LOOKS LIKE, UM...WE WON!

AH WONDER WHAT THEY WERE AFTER HERE, IN SUCH A DESOLATE PLACE? AND WHY WAS IT THOSE FOUR?

WELL...IT SEEMS PRETTY CERTAIN THAT THE OTHERS WERE JUST BODYGUARDS FOR THE *MOLECULE MAN!*

HMM...

THE MOLECULE MAN CAN MANIPULATE MATTER AT WILL! DOOM *COULD* HAVE SENT HIM HERE TO RIP OPEN THESE VOLCANIC CONES...

WHY?

I DON'T KNOW! I DOUBT THAT DOOM WOULD RESORT TO ELABORATE, ROUNDABOUT SCHEMES TO DEAL WITH US OR CAPTAIN AMERICA'S GROUP--

-- BUT *GALACTUS* IS ANOTHER STORY! HE'S AS MUCH A THREAT TO DOOM AS HE IS TO US!

STAND BACK, YOU TWO!

CYKE! WHAT ARE Y'ALL DOING?

SHUT UP AND RUN, ROGUE! IT'S GONNA GET *HOT* HERE IN A SECOND!

BARROOM!

WHOA! IT ONLY TOOK ONE WELL-PLACED FULL-POWER SHOT! THIS AREA'S LESS STABLE THAN I THOUGHT!

SOUNDS LIKE FAMOUS LAST WORDS! LET'S GET OUT OF HERE!

AND, IN MOMENTS...

Y'ALL STARTED A CHAIN REACTION, CYCLOPS! THE WHOLE PLAIN IS EXPLODING!

LET'S HOPE I DID THE RIGHT THING!

MEANWHILE...

THERE! IT SHOULD START GETTING BETTER NOW!

YOU'VE BEEN A VERY, VERY GOOD PATIENT, LIZARD! I'LL BET YOU'RE REALLY A SWEETIE UNDERNEATH ALL THAT SURFACE HOSTILITY!

I HATE HUMANSSS ...CRUSH THEM ALL! LIZARD... AND HISSS KIND MUSST RULE!

I SEE! WELL, I'D HEARD YOU WERE VICIOUS AND CRUEL, BUT I BELIEVE IN JUDGING PEOPLE AND LIZARDS ON THEIR BEHAVIOR, NOT ON REPUTATION, AND--

WASSSP IS ...CRAZY!

TSK! SUCH MANNERS! AND HERE I WAS ABOUT TO TELL YOU I THOUGHT YOU WERE A GENTLEMA-- A GENTLEREPTILE! YOU'D BETTER APOLOGIZE, OR I'LL TELL GUCCI WHERE TO FIND YOU!

SSS-SORRY...

THAT'S ALL RI-- OHHH!

FHSST!

WASSSP!

WHEEOOO! NICE SHOT, WRECKER!

YEAH! THANKS, PILEDRIVER!

OKAY...THUNDERBALL! BULLDOZER! BRING THE LIZARD ABOARD!

YEAH, SURE! BUT I DON'T UNDERSTAND WHAT THE HECK FOR!

BECAUSE KLAW SAID DOOM SAID WE SHOULD! I SUPPOSE HE FIGURES WE'LL NEED MORE MUSCLE FOR THE BIG SHOWDOWN!

YOU... KILLED... WOMAN!

YOU KILLED THE WOMAN!

RAWRR!

RAWWRR!

KWHAM!

OOF!

HEY!

WRECKER! HE'S GOING NUTS! DO SOMETHING!

RELAX! THIS THING'S GOT A *STASIS-RAY!* DOC OCK SHOWED ME HOW TO WORK IT WHEN HE TAUGHT ME HOW TO DRIVE THIS RIG!

NOW WE'LL JUST HAUL THAT WHOLE CHUNK OF SWAMP BACK WITH US!

THAT THERE LOOKS LIKE A PORTABLE HOCKEY RINK!

I RECKON YOU KNOW YOU GOT THE WASP'S CORPSE IN THERE, TOO!

YEAH, I KNOW! WE'LL PULL HER OUT AND DUMP HER ON THE WAY BACK TO DOOMBASE SOMEWHERE!

LET'S GO!

ELSEWHERE...

THE DEVICE NEARS COMPLETION! OUR TIME, I FEAR, GROWS SHORT!

CAP, LET'S *DO* SOMETHIN'! EVEN JUST TO STALL HIM! MEBBE WE CAN INNEREST HIM IN A GAME OF POKER!

REED WANTS TO TAKE ONE MORE STAB AT REASONING WITH HIM... MAYBE AT DAWN...

SAY THE WORD, CAP, AND I'LL GO UP THERE AND BEAT THE HECK OUT OF HIS ANKLE!

VERY FUNNY, SHE-HULK, BUT, NO THANKS! FOR NOW WE WAIT AND WATCH!

AND AS THE HEROES WATCH, THEY ARE WATCHED IN TURN! FOR IN THE SHADOWS, A DARK AND MENACING FIGURE LURKS!

NEXT ISSUE: **BERSERKER!**

SON OF ULTRON